



DJJ Transportation Services, Inc.
a subsidiary of
The David J. Joseph Company

RECORDATION NO. 21648-A B
FILED
OCT 9 '98
2-56PM

October 6, 1998

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Assignment and Assumption Agreement and the Memorandum of Rights dated September 30, 1998 between the following parties:

A → Assignor: DJJ Transportation Services, Inc.
300 Pike Street
Cincinnati, Ohio 45202

Assignee: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, OH 45202

Please see the Schedule I's attached hereto, for the Equipment involved in these transactions.

Please file these agreements as secondary documents. The lease in which these documents are connected is recorded under Recordation Number 21648. The fee of \$52.00 is included in the check number 446950.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Contract Assistant

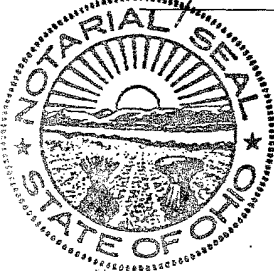
Enclosure

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Shelley B. Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

A circular notary seal for Shelley B. Bacon, Notary Public, State of Ohio. The seal features a sun rising over a landscape with hills and water. The words "NOTARIAL SEAL" are at the top and "STATE OF OHIO" are at the bottom, separated by two stars.

RECORDATION NO. 21648-A FILED

MEMORANDUM OF RIGHTS

OCT 9 '98

2-56PM

This Memorandum of Rights is entered into as of the 30th day of September, 1998 by and between DJJ Transportation Services, Inc., a Delaware corporation ("Seller") and The Fifth Third Leasing Company, an Ohio corporation ("Buyer").

WITNESSETH:

WHEREAS, Buyer and Seller are parties to that certain Purchase and Sale Agreement dated as of September 25, 1998 (the "Agreement"), pursuant to which the Buyer purchased Seller's entire right, title and interest in and to the railroad cars identified on Schedule I attached hereto (collectively, the "Cars");

WHEREAS, certain of the Cars are subject to the Lease identified on Schedule I (the "Lease");

WHEREAS, in connection with and pursuant to the Agreement, Buyer granted Seller certain rights (the "Rights"), which the parties intend will operate as a lien on the Cars;

NOW, THEREFORE, in consideration of the premises and mutual covenants and conditions contained herein and in the Agreement, the parties do hereby confirm that the Rights granted Seller by Buyer pursuant to the Agreement shall operate as a lien on said Cars and said Cars shall not be sold, leased or otherwise transferred by Buyer except in accordance with and subject to the terms and provisions of said Rights. A description of the Rights will be provided to interested parties upon written request sent to Buyer or Seller at the following addresses:

BUYER: Fifth Third Leasing Company
38 Fountain Square Plaza
Cincinnati, Oh 45263
Attention: David A. Jackson

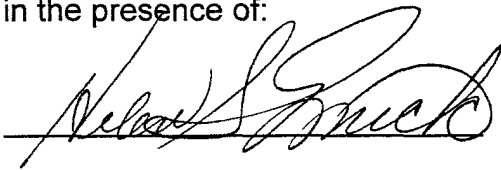
SELLER: DJJ Transportation Services, Inc.
Transportation Services Division
300 Pike Street
Cincinnati, OH 45202
Attention: Vice President

Upon expiration or termination of said Rights referred to herein, Seller and Buyer shall file an instrument with the Interstate Commerce Commission terminating said Rights of record.

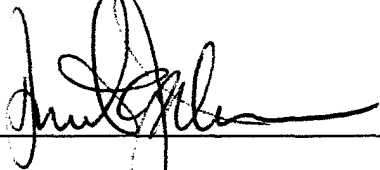
This Memorandum of Rights, being further documentation of the transactions contemplated by the Agreement, neither expands upon nor limits the rights and obligations of the parties under the Agreement.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Rights as of the date and year first above written.

Signed and acknowledged
in the presence of:



THE FIFTH THIRD LEASING COMPANY

By: 

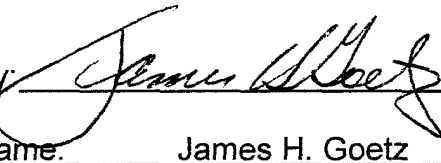
Name: David A. Jackson

Title: Senior Vice President

Signed and acknowledged
in the presence of:



DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: James H. Goetz

Title: Vice President

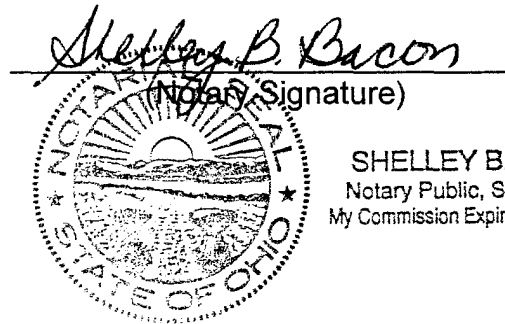
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 25th day of September, 1998, before me the subscriber, Shelley B. Bacon, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 25th day of September, 1998.

My commission expires:

July 22, 2002



SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 30 day of September, 1998, before me the subscriber,
Elaine Ellis, a Notary Public, duly commissioned, qualified
and acting, within and for said County and State, appeared in person the within
named David A. Jackson to me personally known, who stated and
acknowledged that he is the Senior Vice President of The Fifth Third
Leasing Corporation, an Ohio corporation, and duly authorized by authority of the
Board of Directors or By-laws of said corporation in his capacity as such officer
to execute and acknowledge the foregoing instrument for and in the name and
on behalf of said corporation and further stated and acknowledged that he has
so signed, executed and delivered the foregoing instrument as the free and
voluntary act and deed of said corporation, for the consideration, uses and
purposes therein mentioned and set forth and desired that the same might be
recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this ____
day of September, 1998.

Elaine Ellis
(Notary Signature)

My commission expires:

9.14.02

ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2002

**SCHEDULE I
TO
MEMORANDUM OF RIGHTS**

CARS: Seventy (70) railcars bearing reporting marks as follows:

WRRRC 680401 - 680470, inclusive

LEASE: Dated August 4, 1998, between Sunbelt Asphalt & Materials, Inc.
and DJJ Transportation Services, Inc.